

732749

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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MAIL

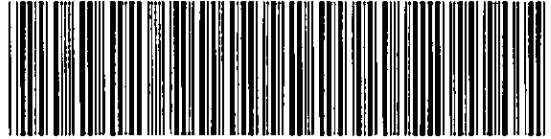
(Business Entity Name)

(Document Number)

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2021 DEC 3 AM 11:27
FILED
C. BRUMBLEY

2021 DEC -3 AM 11:27

FILED

C. BRUMBLEY
DEC -9 2021

WEST POLK COUNTY
225 East Lemon Street • Suite 300
Lakeland, Florida 33801
(863) 683-6511 or (863) 676-6934
Fax (863) 682-8031
P.O. Box 24628
Lakeland, FL 33802-4628



PETERSON & MYERS, P.A.
ATTORNEYS AT LAW • SINCE 1948

EAST POLK COUNTY
242 West Central Avenue
Winter Haven, Florida 33880
(863) 294-3360
Fax (863) 299-5498
P.O. Drawer 7608
Winter Haven, FL 33883-7608

December 1, 2021

Catherine M. Brumbley
Regulatory Specialist II
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Young Men's Christian Association of West Central Florida, Inc.
Reference Number: 732749
Letter Number: 121A00024921

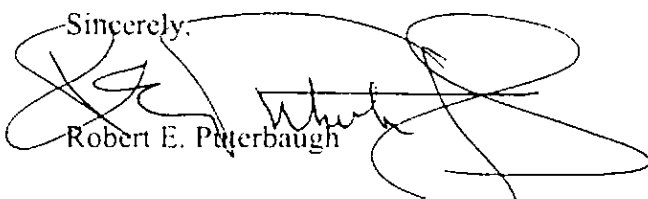
Dear Ms. Brumbley:

Pursuant to your instructions in your letter of October 13, 2021 (copy attached), I enclose two (2) originals of the Amended and Restated Articles of Incorporation of Young Men's Christian Association of West Central Florida, Inc. The two (2) enclosed originals indicate that the Amended Articles "were adopted pursuant to a unanimous vote of the Board of Directors and a unanimous vote of the Voting Members of the Young Men's Christian Association of West Central Florida, Inc. on November 16, 2021" and contain the Certification that the unanimous votes were "sufficient for approval."

In the event it is necessary, I also enclose a separate "Certificate" indicating that the Amended and Restated Articles of Incorporation were approved by all the Voting Members of the corporation and such unanimous vote was sufficient for approval.

Thank you for your assistance in this matter and if there are any further questions or you need anything additional, please do not hesitate to contact me.

Sincerely,



Robert E. Peterbaugh

cc: Young Men's Christian Association of West Central Florida, Inc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
YOUNG MEN'S CHRISTIAN ASSOCIATION OF WEST CENTRAL FLORIDA, INC.**

FILED
2021 DEC -3 AM 11:27
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
POLK, FLORIDA

The undersigned Chair of the Board of Directors of Young Men's Christian Association of West Central Florida, Inc. hereby executes these Amended and Restated Articles of Incorporation of Young Men's Christian Association of West Central Florida, Inc., which were adopted pursuant to a unanimous vote of the Board of Directors and a unanimous vote of the Voting Members of the Young Men's Christian Association of West Central Florida, Inc. on November 16, 2021.

**ARTICLE I
NAME AND ADDRESS OF THE CORPORATION**

The name of the corporation is Young Men's Christian Association of West Central Florida, Inc. (the "Corporation") and the street address and mailing address of the Corporation is 3620 Cleveland Heights Boulevard, Lakeland, Florida 33803.

**ARTICLE II
PERSON EXECUTING ARTICLES & REGISTERED AGENT**

The name and address of the person executing these Amended and Restated Articles of the Corporation is:

Benjamin J. LeFrancois
Chair, Board of Directors
3620 Cleveland Heights Boulevard
Lakeland, Florida 33803

The Registered Office of the Corporation is 3620 Cleveland Heights Boulevard and the Registered Agent at said Registered Office is Elaine C. Thompson, PhD.

**ARTICLE III
PURPOSES**

The Corporation is organized as a Florida not for Profit Corporation under the Florida Not For Profit Corporation Act, on a non-stock basis, for charitable, educational and scientific purposes and shall have the power:

- a. To own, manage, control, operate, and govern various charitable, educational and scientific institutions and related support facilities;
- b. To own, purchase, sell or rent real property for purposes related to the activities of the Corporation;
- c. To solicit and receive funds, gifts, endowments, donations, devises and bequests;

- d. To participate in, form, own and operate joint ventures, partnerships, corporations, or other entities, whether or not any such entity is for profit or not for profit, so long as the Corporation's participation therein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;
- e. To conduct any other activities common or reasonably related to a charitable institution; and
- f. To exercise, without limitation, all the powers enumerated and permitted under the Florida Not For Profit Corporation Act, as said Act now exists or is subsequently amended or superseded, and to do and perform such acts as shall be desirable and necessary in furtherance of any of the powers and purposes set forth herein.

The Corporation is organized exclusively as a not for profit corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and its activities shall always be conducted in compliance with the laws and regulations applicable to a Section 501(c)(3) organization and the laws and regulations of the United States and the State of Florida.

ARTICLE IV MEMBERSHIP

The sole Voting Members of the Corporation shall be those individuals who serve as voting members of the Board of Directors of the Corporation. Membership in the Corporation is not transferable or assignable. The Bylaws of Corporation may provide for non-voting supporting members who pay membership dues to the Corporation however said non-voting supporting members shall have no participation in the governance or management of the Corporation.

ARTICLE V DIRECTORS & OFFICERS OF THE BOARD

The property, affairs, business and operation of the Corporation shall be managed by the Board of Directors of the Corporation which shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The method as to the appointment, selection or election of Directors shall be set forth in the Bylaws. The number of Directors may be either increased or diminished from time to time as set forth in the Bylaws but shall never consist of less than eleven (11) members.

The Bylaws of the Corporation may provide for the appointment of ex-officio non-voting members of the Board of Directors but said ex-officio non-voting members shall not be counted as a Director for the purpose of this Article V.

The term of office of each Director, the criteria for service as a Director and all other provisions related to Directors, not inconsistent with these Articles of Incorporation, shall be as set forth in the Bylaws of the Corporation.

There shall be a Chair of the Board of Directors and any other officers of the Board as set forth in the Bylaws of the Corporation. The term of said officers of the Board and their manner of selection or election shall be set forth in the Bylaws of the Corporation.

**ARTICLE VI
OFFICERS OF THE CORPORATION**

The principal officer of the Corporation shall be the Chief Executive Officer of the Corporation and shall be selected by and report to the Board of Directors. All other officers of the Corporation shall be selected by the Chief Executive Officer of the Corporation and shall report to the Chief Executive Officer.

The duties and responsibilities of the Chief Executive Officer and other officers of the Corporation shall be as set forth in the Bylaws of the Corporation or in any policies adopted by the Board of Directors.

**ARTICLE VII
AMENDMENTS**

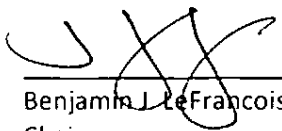
The Board of Directors shall have the right to amend these Articles of Incorporation. Any amendment proposed by the Board of Directors shall be proposed by an affirmative vote of two-thirds (2/3) of the voting members present at a meeting of the Board of Directors, upon which said proposed amendment is to be considered, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least five (5) days before the meeting at which a vote upon such proposed amendment is to be taken.

**ARTICLE VIII
DISSOLUTION OR FINAL LIQUIDATION**

While the term of the Corporation is intended to be perpetual, in the event the Corporation is dissolved as a corporation and ceases its operation or is finally liquidated, all of the Corporation's assets remaining after the payment of all debts of the Corporation and the payment of all costs and expenses of said dissolution shall be distributed to the National Council of Young Men's Christian Associations of the United States of America (or its successor organization) to be used exclusively for charitable purposes.

CERTIFICATION

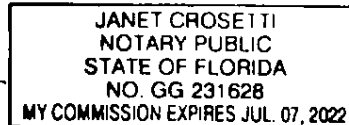
I, the undersigned Chair of the Board of Directors of Young Men's Christian Association of West Central Florida, Inc., do hereby execute these Amended and Restated Articles of Incorporation of Young Men's Christian Association of West Central Florida, Inc., pursuant to the provisions of the Florida Not For Profit Corporation Act and state that said Amendment and Restatement of the Articles of Incorporation were duly adopted by a unanimous vote of the Board of Directors and a unanimous vote of the Voting Members of the Young Men's Christian Association of West Central Florida, Inc., on November 16, 2021, both votes being sufficient for approval. I further state that I have accordingly signed these Amended and Restated Articles of Incorporation at Lakeland, Florida, this 30 day of November, 2021.



Benjamin J. LeFrancois
Chair
Board of Directors
Young Men's Christian Association of West Central Florida, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Amended and Restated Articles of Incorporation were acknowledge before me this 30 day of November, 2021, by Benjamin J. LeFrancois, Chair of the Board of Directors of Young Men's Christian Association of West Central Florida, Inc., who is personally known to me and who did take an oath.

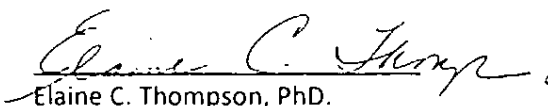

Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent of Young Men's Christian Association of West Central Florida, Inc. and to accept service of process for Young Men's Christian Association of West Central Florida, Inc., at the place designated as the Registered Office, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes and laws relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as Registered Agent.

Dated this 30 day of November, 2021

REGISTERED AGENT:


Elaine C. Thompson, PhD.



CERTIFICATE

Administrative Offices
3620 Cleveland Heights Blvd.
Lakeland, FL 33803
863-267-9622 phone

Branches:

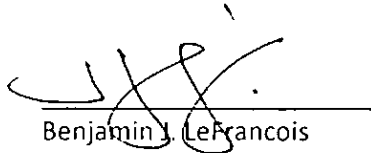
Lakeland Family YMCA
3620 Cleveland Heights Blvd.
Lakeland, FL 33803
863-267-9622 phone

Fontaine Gills Family YMCA
2125 Sleepy Hill Road
Lakeland, FL 33810
863-267-9622 phone

**YMCA Par 3, Home of
The First Tee of Lakeland**
1740 George Jenkins Blvd.
Lakeland, FL 33815
863-267-9622 phone

Lake Wales YMCA
1001 Burns Ave
Lake Wales, FL 33853
863-267-9622 phone

I, Benjamin J. LeFrancois, am the Chair of the Board of Directors of Young Men's Christian Association of West Central Florida, Inc. (the "Corporation"), and do hereby certify that on November 16, 2021, the Board of Directors of the Corporation unanimously voted to adopt the Amended and Restated Articles of Incorporation and additionally, on that same date, all the Voting Members of the Corporation also unanimously voted to approve and adopt the Amended and Restated Articles of Incorporation. Said unanimous vote of the Voting Members was sufficient for approval of the Amended and Restated Articles of Incorporation being submitted to Florida Department of State, Division of Corporations, for filing.



Benjamin J. LeFrancois

November 22, 2021